

BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C.

RECEIVED

AUG 9 1994

In the Matter of)
Implementation of Section 309(j))
of the Communications Act -)
Competitive Bidding)

GN Docket No. 93-252

DOCKET FILE COPY ORIGINAL

INITIAL COMMENTS OF SOUTHWESTERN BELL CORPORATION

Comes now Southwestern Bell Corporation ("Southwestern Bell" or "SBC"), on behalf of itself and its affiliates, and files these Initial Comments in response to the Federal Communications Commission's ("FCC") Second Further Notice of Proposed Rule Making (FNPRM II) released on July 20, 1994.

I. INTRODUCTION

This FNPRM II is at least the fifth attempt by the FCC to adopt attribution rules for applying various eligibility restrictions to personal communications services ("PCS") applicants.¹ With nearly every proposal,² the agency moves further and further from the declared recent desire of both this Commission and the Congress "to establish a regulatory regime in which the marketplace--and not the regulatory arena--shapes the development and delivery of mobile services to meet the demands

¹Previous attempts include the Third and Fifth Reports and Orders In the Matter of Section 309(j) of the Communications Act - Competitive Bidding, PP Docket No. 93-253, which developed different attribution rules for narrowband and broadband PCS applications, the Further Notice of Proposed Rulemaking in this docket (released May 20, 1994), which proposed a spectrum aggregation limit and accompanying attribution rules to define such a limit, and most recently, the Further Order on Reconsideration in GEN Docket No. 90-314 released July 22, 1994, adopting a "multiplier" for calculating the precise minority interest level.

²The only exception appears to be the recent multiplier decision, which makes it appropriately easier and more fair for companies with minority interests in cellular properties to participate in PCS.

No. of Copies rec'd
List A B C D E

24

and needs of consumers."³ While the FCC is quite right to act to avoid unjust enrichment in the award of spectrum licenses to designated entities, the law is already well-equipped to prevent other types of abuse about which the FNPRM II is concerned.⁴ For instance, federal law contains quite specific provisions prohibiting improper relationships among competitors designed to impede competition. Most importantly, adopting the proposal in this phase will severely hamper the ability of designated entities to acquire the necessary management and technical expertise to operate wireless businesses in the sophisticated world of personal communications services, the Commission will subvert the purpose of the special rules designed to encourage designated entities to participate in this business, contrary to the purpose of the Commission and the Congress.

³Further Notice of Proposed Rulemaking, GN Docket No. 93-252, released May 20, 1994, ¶ 12 and citing Second Report and Order therein, ¶ 13 and n.29.

⁴One area of the attribution standards, however, still needs to be addressed. While the Commission has been relentless and meticulous in defining the extent to which ownership of cellular interests would disqualify an entity from acquiring a PCS license, it has totally failed to include any specialized mobile radio ("SMR") interests in this prohibition. As SBC has pointed out in various filings before the Commission (see Initial Comments on Further Notice of Proposed Rulemaking, GN Docket No. 93-252 and Petition for Reconsideration of the Third Report and Order herein), enhanced SMR ("ESMR") was developed for the express purpose of providing further competition in two-way wireless services. SMR licensees increasingly provide interconnected service for profit, either using earlier SMR equipment or deploying newer ESMR technology. If the ownership of cellular interests disqualifies a firm from a PCS license because of the potential concentration of market power, such conclusion must be equally true of an ESMR licensee. The proposed transaction between MCI and Nextel, in addition to Nextel's recently announced plans to acquire its last major rival, DialPage, and radio licenses from Motorola (expanding its wireless coverage to 85% of the U.S. population), only makes this conclusion more of a necessity. The Commission should promptly adopt this aspect of SBC's Petition for Reconsideration.

II. ONCE A MANAGEMENT AGREEMENT OR JOINT MARKETING AGREEMENT IS DETERMINED NOT TO TRANSFER CONTROL OF THE AFFECTED LICENSE, THE FCC'S CONCERN IS ENDED.

From the beginning of its long process of developing procedures for spectrum auctions, this Commission has been quite diligent in prevent unjust enrichment. The earlier use of lotteries to assign spectrum licenses for cellular service created an unprecedented opportunity for such enrichment to occur and was part of the reason for adoption of the auction process.⁵ Indeed, Congress specifically mandated that the FCC guard against unjust enrichment when the spectrum auction authorization was enacted. To prevent someone other than a designated entity from being enriched by the set-asides, the FCC has both defined the qualifications for designated entity status in a very narrow manner, and developed attribution rules designed to prevent exotic corporate structures from being used to subvert the qualification rules. Omnibus Budget Reconciliation Act of 1993, PUB. L. No. 103-66 107 STAT. § 12 (1993). These standards include measurement of the ownership of both passive and active control of the equity of the entity.

In the FNPRM II the Commission raises the concern that other arrangements besides equity holdings might have the effect of divesting control from the entity for whom the benefit is designed. Management agreements and joint marketing agreements are singled out as posing this possibility. The Commission recognized, however, that a management or joint marketing agreement "...which confers on a party other than the licensee de facto control over an FCC-licensed facility will be considered an

⁵See e.g., Second Report and Order, herein, 9 F.C.C.R. 2348, released April 20, 1994, at ¶ 57.

attributable interest." FNPRM II, ¶ 5. The Commission also acknowledged that "...any such agreement conferring de facto control would violate Section 310(d) of the Act if the agreement has not been disclosed and approved by the Commission." Id., n.7. Moreover, the law discerning when a management agreement has risen to the level of a transfer of control of a licensee is well defined. Id., citing inter alia Intermountain Microwave, 24 RR 983 (1963). Therefore, it limited the scope of the instant inquiry to "management agreements or similar arrangements that do not confer de facto control on a party other the licensee...." Id., ¶ 6 (emphasis supplied).

However, if a management or a joint marketing agreement does not transfer control of the underlying license (and therefore is lawful and does not in the normal course require Commission approval), it cannot create the problem for which the attribution standards were created. Rather, the control of the license and therefore the benefit of the special treatment remain with the true licensee (i.e., here, the designated entity). Indeed, a key element in determining whether control has been transferred is whether the licensee "receive[s] monies and profits derived from operation of the licensed facilities...." Id., ¶ 7. No abuse can occur when control has not been transferred away from the licensee and the Commission's inquiry should be at an end.

The Commission expressed concern, however, that such agreements "...may involve levels of integration...which have the effect of reducing competitive choices...or of creating a sham or front corporation...." Id. Southwestern Bell submits that the Commission has merely restated the current transfer of control

standard. If control of the license is shifted, the arrangement is already unlawful unless specifically approved. No further Commission rule is thus needed. If control is not shifted, however, by definition no "sham" has occurred and no "front corporation" exists. Instead, the licensee remains in control, with all that means. The fact that a management or joint venture agreement may govern operations will not affect the licensee's ultimate right to direct strategies and marketing options. Indeed, the licensee must retain the right to determine and carry out policy decisions if it wants to establish that control of the license has not been transferred to a third party. Id.

The Commission's distrust of management agreements in particular misunderstands the nature of such undertakings. Entering into a management agreement, provided that the agreement does not cross the line of conveying control of the license to a third party, effectively allows a licensee to employ a set of qualified managers. Inasmuch as the designated entity set-asides were intended to allow designated entities to enter and to succeed in the PSC business, adopting a rule which effectively precludes access to the requisite management and technical expertise surely will not help designated entities succeed or even survive.

Because the use of management and joint venture agreements will neither deflect the benefit of designated entity treatment from its intended beneficiaries nor result in a transfer of control, they should not be treated as attributable interests.

III. OTHER LAWS ARE ADEQUATE TO PREVENT CORPORATE GOVERNANCE AND
ANTITRUST ABUSES.

The FNPRM II worries that management agreements, even while not shifting control to a third party, might "permit the manager access to market sensitive information" and thereby "enable it to impede vigorous competition." Id., ¶ 6. The information about which the Commission is concerned consists of "business plans, customer lists, product and service development and marketing strategies." Id. The concern is misplaced, however. While some sharing of such information is proper, both federal antitrust law and state rules on corporate governance impose a fiduciary obligation on owners and key managers to protect company assets. See e.g., United States v. General Electric, 82 F. Supp. 753 (D.N.J. 1949); Proctor v. State Farm, 675 F.2d 308 (D.C. Cir. 1982). This serves as a powerful deterrent to any inappropriate use of such information, for violation of these standards can be quite costly.

Fundamentally, the Commission's concern demeans the designated entity's ability to protect the value of its investment and the fruits of its risk-taking. No reasonable business person would enter into a management agreement with an actual or potential competitor without stringent, enforceable provisions regarding any use of confidential information. If such provisions are violated, both criminal and civil sanctions are available.

Because existing safeguards are adequate to protect against the kind of abuses envisioned by the Commission, it need not and should not expand the definition of attributable interest to include management and joint venture agreements.

IV. INCLUDING MANAGEMENT AGREEMENTS AND JOINT VENTURE AGREEMENTS
IN THE DEFINITION OF ATTRIBUTABLE INTERESTS IS NOT IN THE
INTEREST OF DESIGNATED ENTITIES.

An unfortunate consequence of the Commission's proposal to include management and joint venture agreements in the definition of attributable interests is the impact this change will have on those who unquestionably qualify for designated entity status. By foreclosing to other companies any significant equity, financing and now management interest in the licenses held by designated entities, the Commission will make it much more difficult for designated entities to operate a successful business.

The current attribution rules do not permit significant equity or financing interests by non-qualifying parties. Without the prospect of substantial ownership interests available, potential supporters of designated entities must find other ways to protect their investment. A management agreement often fills that void, for it permits the financing entity some assurances that a designated entity entrepreneur will be assisted by able hands. Without that avenue, however, the supporter is left to require the stringent fiscal assurances which accompany debt financing. This could have a deleterious impact on the availability of capital to the designated entity as well as its long-term flexibility and financial stability.

After all, the very reason for providing credits, set-asides and other special mechanisms for designated entity participation is the fact that such companies rarely have access

to traditional capital markets.⁶ These companies are likely to be more poorly financed, undercapitalized and less experienced than the other companies against which they will compete for business. They ought not to be further handicapped by the Commission's eagerness for some vague concept of qualification "purity."

V. THE FCC SHOULD NOT CONFUSE JOINT SERVICE MARK OR MARKETING ARRANGEMENTS WITH TRADEMARK LICENSING OR INTEROPERABILITY AGREEMENTS.

At a minimum, the Commission should clarify that any rule that attributes ownership based upon joint marketing arrangements does not encompass service mark and trademark licensing (e.g., Cellular One,[®] MobiLinkSM) and interoperability agreements (e.g., North American Cellular Network). These types of agreements are becoming increasingly common-place and are clearly in the public interest. For example, Cellular One[®] and MobiLinkSM are service marks used by the cellular A band and B band carriers, respectively, to denote compliance with certain service quality standards, as well as other customer-benefiting features. Similarly, interoperability agreements such as the North American Cellular Network denote to customers that automatic roaming and automatic call delivery will be available throughout the country from those carriers who are members. Both types of agreements thus further the goal of a nationwide seamless wireless service which is customer-friendly.

To attribute ownership based upon a broad definition or application of joint marketing agreements would not further the

⁶See In the Matter of Implementation of Section 309(j) of the Communications Act--Competitive Bidding, PP Docket No. 93-253, Fifth Report and Order, ¶ 11, released July 15, 1994.

elimination of the Commission's concerns. Under both types of agreements, only minimal amounts of customer or market information are shared between the carriers. With regard to Cellular One®, only that customer quality information necessary to ensure compliance with its standards is shared by the licensee, and then typically to the licensor, not the other licensees. Licensing fees are based strictly on the number of POPs served by the licensee - a publicly available figure. In a similar vein, parties to interoperability agreements share technical information and only that customer information necessary to provide cellular service to a roaming customer. Again, the basis for the Commission's concerns over joint marketing agreements are absent in these situations.

More fundamentally, to attribute ownership interests to originators of these services would effectively tell them that their considerable efforts to achieve customer- and market-oriented goals such as seamless nationwide service are disfavored by the Commission, and have rebounded to their distinct disadvantage. Indeed, it would be like sanctioning the Underwriters Lab or "Good Housekeeping" magazine for establishing their respective seals of approval. Those with similar innovative ideas to make cellular service more user-friendly would undoubtedly take note of the "benefit" of previous efforts.

In sum, given that these types of agreements do not create the concerns over sharing of detailed marketing and customer information that might tend to lessen competition in wireless markets, the Commission should specifically state that these agreements are not covered by any joint marketing attribution rules. The public interest would clearly be ill-

served otherwise.

VI. CONCLUSION

The FCC's desire to prevent the defeat of the purpose behind the designated entity set-aside is both understandable and laudable. In its zeal to undertake its statutory obligation, however, the Commission has proposed restrictions which would harm the very parties it wishes to protect. Other existing safeguards more than adequately protect against the problems the Commission fears. The proposals of the Second Further Proposed Notice of Rulemaking should therefore be rejected.

Respectfully submitted,
SOUTHWESTERN BELL CORPORATION

BY: Robert M. Lynch
ROBERT M. LYNCH
PAULA J. FULKS
175 E. HOUSTON
ROOM 1218
SAN ANTONIO, TX 78205
(210) 351-3424

COUNSEL FOR SOUTHWESTERN
BELL CORPORATION

August 9, 1994

CERTIFICATE OF SERVICE

I, Martha R. Kiely, hereby certify that copies of the foregoing Initial Comments of Southwestern Bell Corporation have been served by first class United States mail, postage prepaid, on the parties listed on the attached.


Martha R. Kiely

August 9, 1994

Via Airborne
Chief, Mobile Services Division,
Common Carrier Bureau
FEDERAL COMMUNICATIONS COMMISSION
1919 M St., N.W., Room 644
Washington, D.C. 20554

Via Airborne
Chief, Land Mobile and Microwave
Division,
Private Radio Bureau
FEDERAL COMMUNICATIONS COMMISSION
1919 M St., N.W., Room 5202
Washington, D.C. 20554

Robert B. Kelly
Douglas L. Povich
KELLY, HUNTER, MOW & POVICH, P.C.
1133 Connecticut Avenue, N.W.
Washington, D.C. 20036
ADVANCED MOBILECOMM TECHNOLOGIES, INC.
AND DIGITAL SPREAD SPECTRUM
TECHNOLOGIES, INC.

John L. Bartlett
Robert J. Butler
Ilene T. Weinreich
WILEY, REIN & FIELDING
1776 K Street, N.W.
Washington, D.C. 20006

AERONAUTICAL RADIO, INC.

Richard M. Tettelbaum
Gurman, Kurtis, Blask & Freedman,
Chartered
1400 16th Street, N.W., Suite 500
Washington, D.C. 20036

Alan R. Shark, President
AMERICAN MOBILE TELECOMMUNICATIONS
ASSOCIATION, INC.
1835 K Street N.W., Suite 203
Washington, DC 20006

ALLCITY PAGING, INC.

Wayne V. Black, Tamara Y. Davis
Shirley S. Fujimoto, Brian Turner Ashby, C.
Douglas Jarrett,
Michael R. Bennet, Martin W. Bercovici
KELLER AND HECKMAN
1001 G Street, N.W.
Suite 500 West
Washington, D.C. 20001
Attorneys for:
THE AMERICAN PETROLEUM INSTITUTE
LOWER COLORADO RIVER AUTHORITY
RIG TELEPHONES, INC.
WATERWAY COMMUNICATIONS SYSTEM, INC.

JoAnne G. Bloom
Frank Michael Panek
Attorneys for AMERITECH
2000 W. Ameritech Center Drive
Hoffman Estates, IL 60195

Bruce D. Jacobs
Glenn S. Richards
Fisher, Wayland, Cooper and Leader
2001 Pennsylvania Ave., N.W.
Suite 400
Washington, D.C. 20006

Lon C. Levin, Vice President
and Regulatory Counsel
AMSC SUBSIDIARY CORPORATION
10802 Park Ridge Boulevard
Reston, VA 22091

Carl W. Northrop
BRYAN CAVE
700 Thirteenth Street, N.W.
Suite 700
Washington, D.C. 20005-3960

ARCH COMMUNICATIONS GROUP, INC.
PACTEL PAGING

John D. Lane
Robert M. Gurss
WILKES, ARTIS, HEDRICK & LANE, CHARTERED
1666 K Street, N.W.
Washington, D.C. 20006
Counsel for:
Ronnie Rand
Executive Director
ASSOCIATION OF PUBLIC-SAFETY COMMUNICATIONS
OFFICIALS-INTERNATIONAL, INC.

Attorneys for the Bell Atlantic John
M. Goodman, Esq.
Bell Atlantic
1710 H Street, N.W.
Washington, D.C. 20006

S. Mark Tuller, Esq.
Vice President and General Counsel
Bell Atlantic Mobile Systems, Inc.
180 Washington Valley Road
Bedminster, New Jersey 07921

Charles P. Featherstun
David G. Richards
BELLSOUTH CORPORATION
BELLSOUTH TELECOMMUNICATIONS, INC.
BELLSOUTH CELLULAR CORP.
MOBILE COMMUNICATIONS CORPORATION OF AMERICA
1133 21st Street, N.W.
Washington, D.C. 20036

Thomas J. Keller
Michael S. Wroblewski
Verner, Liipfert, Bernhard, McPherson
and Hand, Chartered
901 15th Street, N.W., Suite 700
Washington, D.C. 20005
Attorneys for:
THE ASSOCIATION OF AMERICAN RAILROADS

John T. Scott, III
CROWELL & MORING
10001 Pennsylvania Avenue, N.W.
Washington, D.C. 20004

William L. Roughton, Jr., Esq.
Vice President and General Counsel
Bell Atlantic Personal Communications,
Inc.
1310 N. Courthouse Road
Arlington, Virginia 22201

William B. Barfield
Jim O. Llewellyn
BELLSOUTH CORPORATION
BELLSOUTH TELECOMMUNICATIONS, INC.
BELLSOUTH CELLULAR CORP.
MOBILE COMMUNICATIONS CORPORATION OF AMERICA
1155 Peachtree Street, N.E.
Atlanta, Georgia 30367-6000

Philip L. Verveer
Sue D. Blumenfeld
Jennifer A. Donaldson
WILLKIE FARR & GALLAGHER
Three Lafayette Centre
1155 21st Street, N.W.
Washington, D.C. 20036-3384

Michael F. Altschul
Vice President, General Counsel
CELLULAR TELECOMMUNICATIONS INDUSTRY
ASSOCIATION
Two Lafayette Centre, Third Floor
1133 21st Street, N.W.
Washington, D.C. 20036

Frederick M. Joyce
Jill M. Lyon
JOYCE & JACOBS
2300 M. Street, N.W.
Suite 130
Washington, D.C. 20037
Attorneys for:
CELPAGE, INC., NETWORK USA, DENTON ENTERPRISES,
COPELAND COMMUNICATIONS & ELECTRONICS, INC.,
and NATIONWIDE PAGING

Michael R. Carper, Esq.
General Counsel
CENCALL COMMUNICATIONS CORPORATION
3200 Cherry Creek Drive South
Denver, CO 80110

John D. Lockton
Managing Partner
CORPORATE TECHNOLOGY PARTNERS
100 S. Ellsworth Ave.
9th floor
San Mateo, CA 94401

Kathy L. Shobert
Director, Federal Regulatory Affairs
GENERAL COMMUNICATIONS, INC.
901 Fifteenth Street, N.W., Ste. 900
Washington, D.C. 20005

W. Bruce Hanks
President
CENTURY CELLUNET, INC.
100 Century Park Avenue
Monroe, LA 71203

Randall B. Lowe
Mary E. Brennan
JONES, DAY, REAVIS & POGUE
1450 G Street, N.W.
Washington, D.C. 20005-2088

Werner K. Hartenberger, Leonard J. Kennedy
Laura H. Phillips, Jonathan M. Levy
Raymond G. Bender, Jr.
Michael D. Basile
Steven F. Morris
DOW, LOHNES & ALBERTSON
1255 Twenty-Third Street, N.W.
Suite 500
Washington, D.C. 20037
COMCAST CORPORATION
COX ENTERPRISES, INC.
VANGUARD CELLULAR SYSTEMS, INC.

Russell H. Fox
Gardner, Carton & Douglas
1301 K. Street, N.W.
Suite 900, East Tower
Washington, D.C. 20005
THE E.F. JOHNSON COMPANY

Michael Hirsch
Vice President of External Affairs
GEOTEK INDUSTRIES, INC.
1200 19th Street, N.W., Suite 607
Washington, D.C. 20036

David A. Reams
President and General Counsel
GRAND BROADCASTING CORPORATION
P.O. Box 502
Perrysburg, OH 43552

Gail L. Polivy
1850 M. Street, N.W.
Suite 1200
Washington, D.C. 20036

GTE Service Corporation

Ashton R. Hardy
Bradford D. Carey
Marjorie R. Esman
HARDY & CAREY, L.L.P.
111 Veterans Boulevard
Suite 255
Metairie, LA 70005

Louis Gurman
Richard M. Tettelbaum
Gurman, Kurtis, Blask & Freedman,
Chartered
1400 16th Street, N.W., Suite 500
Washington, D.C. 20036

THE ILLINOIS VALLEY CELLULAR RSA 2
PARTNERSHIPS
PN CELLULAR, INC. AND ITS AFFILIATES

Rodney L. Joyce
Henry M. Rivera
Larry S. Solomon
Jayu S. Newman
Ginsburg, Feldman and Bress
1250 Connecticut Ave., N.W.
Washington, D.C. 20036

William J. Gordon
V.P. Regulatory Affairs
IN-FLIGHT PHONE CORP.
1146 19th Street, N.W., Suite 200
Washington, D.C. 20036
METRICOM, INC.

Frederick J. Day, Esq.
1110 N. Glebe Road, Suite 500
Arlington, VA 22201-5720
Attorney for:
INDUSTRIAL TELECOMMUNICATIONS
ASSOCIATION, INC.

David L. Nace, Thomas Gutierrez
J. Justin McClure, Marci E. Greenstein
Lukas, McGowan, Nace & Gutierrez, Chtd.
1819 H Street, N.W., Seventh Floor
Washington, D.C. 20006
Attorneys for:
AMERICAN MOBILE TELECOMMUNICATIONS
ASSOCIATION, INC.
LIBERTY CELLULAR, INC. d/b/a KANSAS CELLULAR
MOBILE TELECOMMUNICATION TECHNOLOGIES CORP.
PACIFIC TELECOM CELLULAR, INC. and
PIONEER TELEPHONE COOPERATIVE, INC.

Howard J. Symons
Gregory A. Lewis
Kecia Boney
Mintz, Levin, Cohn, Ferris, Glovsky
and Popeo, P.C.
Suite 900
701 Pennsylvania Ave., N.W.
Washington, D.C. 20004

R. Gerard Salemme
Senior Vice President of Federal
Affairs
Cathleen A. Massey
Senior Regulatory Counsel
McCAW CELLULAR COMMUNICATIONS, INC.
1150 Connecticut Avenue, N.W.,
4th Floor
Washington, D.C. 20036

Larry A. Blosser
Donald J. Elardo
1801 Pennsylvania Avenue, N.W.
Washington, D.C. 20006
Attorneys for:
MCI TELECOMMUNICATIONS CORPORATION

Michael D. Kennedy
Director, Regulatory Relations
Mary Brooner
Manager, Regulatory Relations
MOTOROLA, INC.
1350 I Street, N.W.
Washington, D.C. 20005

Russell H. Fox
Susan H. R. Jones
Gardner, Carton & Douglas
1301 K Street, N.W.
Suite 900, East Tower
Washington, D.C. 20005
Attorneys for:
MPX Systems

David E. Weisman, Esquire
Alan S. Tilles, Esquire
Meyer, Faller, Weisman and Rosenberg,
P.C.
4400 Jenifer Street, N.W.
Suite 380
Washington, D.C. 20015
Attorneys for:
NATIONAL ASSOCIATION OF BUSINESS AND
EDUCATIONAL RADIO, INC.

Joel H. Levy
Cohn and Marks
1333 New Hampshire Avenue, N.W.
Suite 600
Washington, D.C. 20036
Attorneys for:
NATIONAL CELLULAR RESELLERS
ASSOCIATION

David Cosson
L. Marie Guillory
2626 Pennsylvania Avenue, N.W.
Washington, D.C. 20037
Attorneys for:
NATIONAL TELEPHONE COOPERATIVE
ASSOCIATION

Thomas J. Casey
Simone Wu
Timothy r. Robinson
Skadden, Arps, Slate, Meagher & Flom
1440 New York Avenue, N.W.
Washington, D.C. 20006
Attorneys for:
NEW PAR

William J. Cowan
General Counsel
Penny Rubin
Victoria Ramundo
NEW YORK STATE DEPARTMENT OF PUBLIC
SERVICE
Three Empire State Plaza
Albany, New York 12223

Robert S. Foosaner, Esq
Senior Vice President - Government
Affairs
Lawrence R. Krevor, Esq.
Director - Government Affairs
NEXTEL COMMUNICATIONS, INC.
601 13th Street, N.W.
Suite 1110 South
Washington, D.C. 20005

G. A. Gorman
President and General Manger
NORTH PITTSBURGH TELEPHONE COMPANY
4008 Gibsonia Road
Gibsonia, PA 15044-9311

Edward R. Wholl
Jacqueline E. Holmes Nethersole
Katherine S. Abrams
120 Bloomingdale Road
White Plains, NY 10605
Attorneys for:
NYNEX Corporation

Anne P. Jones
David A. Gross
Kenneith G. Starling
SUTHERLAND, ASBILL & BRENNAN
1275 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
Attorneys for:
PACTEL CORPORATION

Brian D. Kidney
Pamela J. Rile
Kathleen Abernathy
PACTEL CORPORATION
2999 Oak Road, MS 1050
Walnut Creek, CA 94569

Mark A. Stachiw
PACTEL PAGING
Suite 800
12221 Merit Drive
Dallas, TX 75251

Phillip L. Spector
Susan E. Ryan
PAUL, WEISS, RIFKIND, WHARTON &
GARRISON
1615 L Street, N.W.
Suite 1300
Washington, D.C. 20036
Attorneys for:
PAGEMART, INC.

Judith St. Ledger-Roty
Marla Spindel
REED SMITH SHAW & McCLAY
1200 18th Street, N.W.
Washington, D.C. 20036
For Themselves and as Attorneys for:
PAGING NETWORK, INC.

Peter Arth, Jr.
Edward W. O'Neill
Ellen S. Levine
505 Van Ness Avenue
San Francisco, CA 94102
Attorneys for:
THE PEOPLE OF THE STATE OF CALIFORNIA
and THE PUBLIC UTILITIES COMMISSION OF
THE STATE CALIFORNIA

James P. Tuthill
Betsy S. Granger
140 New Montgomery St. Room 1525
San Francisco, CA 94105
Attorneys for:
PACIFIC BELL AND NEVADA BELL

James L. Wurtz
1275 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
Attorneys for:
PACIFIC BELL AND NEVADA BELL

Albert H. Kramer
Robert F. Aldrich
David B. Jeppsen
KECK, MAHIN & CATE
1201 New York Avenue, N.W.
Washington, D.C. 20005-3919
Attorneys for:
PTC CELLULAR

Bruce Renard, Esq.
PEOPLES TELEPHONE COMPANY
2300 Northwest 89th Place
Miami, FL 33172

Corwin D. Moore, Jr.
PERSONAL RADIO STEERING GROUP
PO Box 2851
Ann Arbor, MI 48106

Daryl L. Avery
Peter G. Wolfe
Howard C. Davenport
PUBLIC SERVICE COMMISSION OF THE
DISTRICT OF COLUMBIA
450 Fifth Street, N.W.
Washington, D.C. 20001

Henry Goldbert
Jonathan L. Wiener
Daniel S. Goldberg
GOLDBERG, GODLES, WIENER & WRIGHT
1229 Nineteenth Street, N.W.
Washington, D.C. 20036
Attorneys for:
RAM MOBILE DATA USA, LIMITED
PARTNERSHIP

William J. Franklin
WILLIAM J. FRANKIN, CHTD.
1919 Pennsylvania Avenue, N.W.
Suite 300
Washington, D.C.
Attorneys for:
ROAMER ONE, INC.

Michael J. Shortley, III
180 South Clinton Avenue
Rochester, NY 14646
Attorney for:
ROCHESTER TELEPHONE CORPORATION

Linda C. Sadler
Manager, Governmental Affairs
ROCKWELL INTERNATIONAL CORP.
1745 Jefferson Davis Highway
Arlington, VA 22202

David L. Jones, Chairman
Government and Industry Affairs
Committee
RURAL CELLULAR ASSOCIATION
2120 L Street N.W. Suite 810
Washington, D.C. 20037

Jay C. Keithley
Leon M. Kestenbaum
1850 M Street, N.W.
Suite 1100
Washington, D.C. 20036

Kevin C. Gallagher
8725 Higgins Rd.
Chicago, IL 60631
Craig T. Smith
P.O. Box 11315
Kansas City, MO 64112
Attorneys for:
SPRINT CORPORATION

Raul R. Rodriguez
Leventhal, Senter & Lerman
2000 K Street, N.W.
Washington, D.C. 20006
Attorneys for:
STARSYS Global Positioning, Inc.

George Y. Wheeler
Koteen & Naftalin
1150 Connecticut Avenue, N.W.
Suite 1000
Washington, D.C. 20036
Attorneys for:
TELEPHONE AND DATA SYSTEMS, INC.

Thomas A. Stroup
Mark Golden
TELOCATOR
1019 19th Street, N.W.
Suite 1100
Washington, D.C. 20036

Stuart F. Feldstein
Robert J. Keller
Steven N. Teplitz
Fleischman and Walsh
1400 Sixteenth Street, N.W.
Washington, D.C. 20036
Attorneys for:
TIME WARNER TELECOMMUNICATIONS

Norman P. Leventhal
Raul R. Rodriguez
Stephen D. Baruch
Leventhal, Senter & Lerman
2000 K Street, N.W.
Suite 600
Washington, D.C. 20006
Attorneys for:
TRW Inc.

Martin T. McCue
Vice President and General Counsel
Linda Kent
Associate General Counsel
UNITED STATES TELEPHONE ASSOCIATION
900 19th Street, N.W., Suite 800
Washington, D.C. 20006-2105

Jeffrey S. Bork
Laurie J. Bennett
1020 19th Street, N.W., Suite 700
Washington, D.C. 20036
Attorneys for:
U S WEST, Inc.

Jeffrey L. Sheldon
General Counsel
Sean A. Stokes
Staff Attorney
UTILITIES TELECOMMUNICATIONS COUNCIL
1140 Connecticut Avenue, N.W.,
Ste. 1140
Washington, D.C. 20036